

PO71000090747

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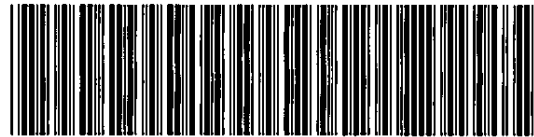
(Business Entity Name)

(Document Number)

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*Amended &
Restated Articles*

RECEIVED
07 SEP 11 PM 12:45
FILED
2007 SEP 11 PM 4:38
DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*AKR
9/17/07*

X02250, 00563, 02673, 00692



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 221899 7117422

AUTHORIZATION

[Signature]

COST LIMIT : \$ 43.75

ORDER DATE : September 11, 2007

ORDER TIME : 10:45 AM

ORDER NO. : 221899-010

CUSTOMER NO: 7117422

DOMESTIC AMENDMENT FILING

NAME: CAPITAL REALTY AND MANAGEMENT
CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER'S INITIALS: _____



RECEIVED

07 SEP 17 PM 2:46

FLORIDA DEPARTMENT OF STATE
Division of Corporations
TALLAHASSEE, FLORIDA

September 12, 2007

CSC
Atten: Carina L. Dunlap
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: CAPITAL REALTY AND MANAGEMENT CORP.
Ref. Number: P07000090747

RESUBMIT
Please give original
submission date as filed date.

We have received your document for CAPITAL REALTY AND MANAGEMENT CORP. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 307A00053944

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CAPITAL REALTY AND MANAGEMENT CORP.**

FILED
2007 SEP 11 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

The amendment was adopted on September 10, 2007, by the shareholder, and the number of votes cast was sufficient for approval.

ARTICLE I. NAME

The name of this corporation is:

CAPITAL REALTY AND MANAGEMENT CORP.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:1,000 shares of common stock at no par value. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The street address of the initial principal office of this corporation is 5 Cadillac Place, Palm Coast, Florida 32137. The Board of Directors may, from time to time, move the principal office to any other address in Florida. The mailing address of the corporation is 5 Cadillac Place, Palm Coast, Florida 32137.

ARTICLE VI. DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the initial directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Joseph Salcedo	Sole Director	5 Cadillac Place, Palm Coast, FL 32137
Joseph Salcedo	President, Vice President, Secretary, Treasurer	5 Cadillac Place, Palm Coast, FL 32137

ARTICLE VIII. INCORPORATORS

The name and address of each incorporator executing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
JOSEPH SALCEDO	5 Cadillac Place, Palm Coast, FL 32137

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X. REGISTERED AGENT AND OFFICE

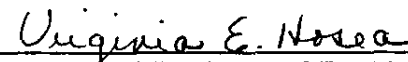
The registered agent and office for this corporation shall be B. PAUL KATZ, Atrium Suite, 1 Florida Park Drive South, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation.


JOSEPH SALCEDO

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Joseph Salcedo, to me personally known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 10th day of September, 2007.


Notary Public, State of Florida at Large
My commission expires:




Virginia E. Hosea
Commission # DD416370
Expires June 8, 2009
Bonded Troy Fahn - Insurance, Inc. 800-365-7019

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED FOR
CAPITAL REALTY AND MANAGEMENT CORP.**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

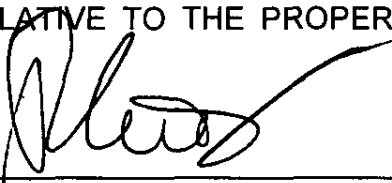
FIRST: THAT THE UNDERSIGNED INCORPORATOR, DESIRING TO ORGANIZE
OR QUALIFY THE ABOVE REFERENCED CORPORATION UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 5 CADILLAC
PLACE, PALM COAST, FLORIDA, 32137, HAS NAMED B. PAUL KATZ, LOCATED AT
B. PAUL KATZ PROFESSIONAL BUILDING, ATRIUM SUITE, 1 FLORIDA PARK DRIVE
SOUTH, PALM COAST, FLORIDA, 32137, AS ITS REGISTERED AGENT AND
OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



JOSEPH SALCEDO, Incorporator

DATE: 9/10/07

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



B. PAUL KATZ, Registered Agent

DATE: 9/10/07